

ARMAND J. KORNFELD (WSBA #17214)
THOMAS A. BUFORD (WSBA #52969)
RICHARD B. KEETON (WSBA #51537)
BUSH KORNFELD LLP
601 Union Street, Suite 5000
Seattle, WA 98101
Tel.: (206) 292-2110
Facsimile: (206) 292-2104
Emails: jkornfeld@bskd.com,
tbuford@bskd.com, and rkeeton@bskd.com

HON. WHITMAN L. HOLT

RICHARD M. PACHULSKI (CA Bar #90073)*
JEFFREY W. DULBERG (CA Bar #181200)*
JASON H. ROSELL (CA Bar #269126)**
PACHULSKI STANG ZIEHL & JONES LLP
10100 Santa Monica Blvd., 13th Floor
Los Angeles, CA 90067-4003
Tel: (310) 277-6910
Facsimile: (310) 201-0760
Emails: rpachulski@pszjlaw.com,
jdulberg@pszjlaw.com, and jrosell@pszjlaw.com

*Admitted *Pro Hac Vice*
** *Pro Hac Vice* Pending

*Attorneys for the Chapter 11
Debtors and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON

In re	Chapter 11
EASTERDAY RANCHES, INC., <i>et al.</i>	Lead Case No. 21-00141-11
Debtors. ¹	Jointly Administered
EASTERDAY RANCHES, INC.,	Adv. Proc. No. 22-80008
Plaintiff,	SECOND DECLARATION OF
vs.	JEFFREY W. DULBERG IN
ESTATE OF GALE A. EASTERDAY	SUPPORT OF MOTION FOR A
(DECEASED), KAREN L.	TEMPORARY RESTRAINING
EASTERDAY, CODY A. EASTERDAY,	ORDER AND PRELIMINARY
AND DEBBY EASTERDAY,	INJUNCTION
Defendants.	

¹ The Debtors along with their case numbers are as follows: Easterday Ranches, Inc. (21-00141) and Easterday Farms, a Washington general partnership (21-00176).

DOCS_LA:342837.1 20375/001

2nd DECLARATION OF JEFFREY W.
DULBERG IN SUPPORT OF
TEMPORARY INJUNCTION – Page 1

PACHULSKI STANG
ZIEHL & JONES LLP
10100 Santa Monica Blvd., 13th Flr.
Los Angeles, CA 90067-4003
Telephone (310) 277-6910
Facsimile (310) 201-0760

BUSH KORNFELD LLP
LAW OFFICES
601 Union St., Suite 5000
Seattle, Washington 98101-2373
Telephone (206) 292-2110
Facsimile (206) 292-2104

1 I, Jeffrey W. Dulberg, declare as follows:

2 1. I am a partner at the firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ”),
3 and have been practicing in the area of debtor and creditor rights for approximately
4 twenty-six (26) years. I, along with other lawyers at PSZJ, represent Easterday
5 Ranches, Inc. (“Ranches”) and Easterday Farms, a Washington general partnership
6 (“Farms” and together with Ranches, the “Debtors” or the “Companies”) in connection
7 with the above captioned chapter 11 cases. I am above 18 years of age and I am
8 competent to testify.

9 2. I am authorized to submit this declaration on behalf of the Debtors. Except
10 as otherwise indicated, all facts set forth in this declaration are based upon my personal
11 knowledge of the Companies’ operations and finances, information learned from my
12 review of relevant documents, and information I have received from the Companies’
13 advisors. If I were called upon to testify, I could and would testify competently to the
14 facts set forth herein on that basis.

15 3. I submit this declaration (the “Declaration”) in support of the *Motion for a*
16 *Temporary Restraining Order and Preliminary Injunction* [Docket No. 2] (the
17 “Motion”) and in accordance with the court’s Order [Docket No. 7] requesting
18 authentication and copies of “any and all agreements, contracts, and other written
19 documents defining the scope and nature of the relationships between the Debtors and
20 the Independent Directors (as defined in the Complaint.).”

21 4. Attached hereto as **Exhibit 1** is a true and correct copy of the *Action by*
22 *Written Consent of Shareholders of Easterday Ranches, Inc.* dated January 29, 2021,
23 whereby Cody Allen Easterday, Debby Easterday and Karen L. Easterday each resigned
24 as directors of Easterday Ranches, Inc. and appointed Craig A. Barbarosh, R. Todd
25 Neilson and Thomas Saunders V., as the Independent Directors of Ranches.

26
27
28 DOCS_LA:342837.1 20375/001

2nd DECLARATION OF JEFFREY W.
DULBERG IN SUPPORT OF
TEMPORARY INJUNCTION – Page 2

PACHULSKI STANG
ZIEHL & JONES LLP
10100 Santa Monica Blvd., 13th Flr.
Los Angeles, CA 90067-4003
Telephone (310) 277-6910
Facsimile (310) 201-0760

BUSH KORNFIELD LLP
LAW OFFICES
601 Union St., Suite 5000
Seattle, Washington 98101-2373
Telephone (206) 292-2110
Facsimile (206) 292-2104

1 5. Attached hereto as **Exhibit 2**, is a true and correct copy of the *Independent*
2 *Director Service Agreement* dated January 31, 2021 by and among Easterday Ranches,
3 Inc. and Craig A. Barbarosh.

4 6. Attached hereto as **Exhibit 3**, is a true and correct copy of the *Independent*
5 *Director Service Agreement* dated January 31, 2021 by and among Easterday Ranches,
6 Inc. and R. Todd Neilson.

7 7. Attached hereto as **Exhibit 4**, is a true and correct copy of the *Independent*
8 *Director Service Agreement* dated January 31, 2021 by and among Easterday Ranches,
9 Inc. and Thomas Saunders V.

10 8. Attached hereto as **Exhibit 5**, is a true and correct copy of the *Independent*
11 *Director Service Agreement* dated January 31, 2021 by and among Easterday Farms
12 Partnership, and Craig A. Barbarosh.

13 9. Attached hereto as **Exhibit 6**, is a true and correct copy of the *Independent*
14 *Director Service Agreement* dated January 31, 2021 by and among Easterday Farms
15 Partnership and R. Todd Neilson.

16 10. Attached hereto as **Exhibit 7**, is a true and correct copy of the *Independent*
17 *Director Service Agreement* dated January 31, 2021 by and among Easterday Farms
18 Partnership and Thomas Saunders V.

19 11. Attached hereto as **Exhibit 8** is a true and correct copy of the *Amendment*
20 *to Independent Director Service Agreement* dated January 2, 2022 by and among
21 Easterday Farms Partnership, Easterday Ranches, Inc., and Craig A. Barbarosh.

22 12. Attached hereto as **Exhibit 9** is a true and correct copy of the *Amendment*
23 *to Independent Director Service Agreement* dated January 2, 2022 by and among
24 Easterday Farms Partnership, Easterday Ranches, Inc., and R. Todd Neilson.

13. Attached hereto as **Exhibit 10** is a true and correct copy of the *Amendment to Independent Director Service Agreement* dated January 2, 2022 by and among Easterday Farms Partnership, Easterday Ranches, Inc., and Thomas Saunders V.

14. Attached hereto as **Exhibit 11** is a true and correct copy of the *Amendment No. 1 to Easterday Farms Partnership Agreement* dated January 31, 2021.

I declare under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

DATED this 15th day of March 2022.

/s/ Jeffrey W. Dulberg
Jeffrey W. Dulberg, Esq.